

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:	X	
	:	PROMESA
	:	Title III
	:	
THE FINANCIAL OVERSIGHT AND	:	Case No. 17-bk-3283 (LTS)
MANAGEMENT BOARD FOR PUERTO RICO	:	
	:	(Jointly Administered)
as representative of	:	
	:	
THE COMMONWEALTH OF PUERTO RICO, <i>et al.</i> , ¹	:	
	:	
Debtors.	:	
	:	
	X	

**NOTICE OF FILING OF SUPPLEMENTAL DECLARATION
OF CAROL FLATON OF ZOLFO COOPER, LLC**

PLEASE TAKE NOTICE that on July 11, 2017 the Official Committee of Unsecured Creditors of all title III Debtors (other than COFINA) (the “Committee”) filed the *Application of Official Committee of Unsecured Creditors of Commonwealth of Puerto Rico for Entry of Order Authorizing Employment and Retention of Zolfo Cooper, LLC as Financial Advisor Effective as of June 27, 2017* (the “Application”) [Docket No. 615], and an order was entered by the Court approving the Application on August 10, 2017 [Docket No. 1001].

¹ The Debtors in these Title III cases, along with each Debtor’s respective Title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283 (LTS)) (Last Four Digits of Federal Tax ID: 3481), (ii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566 (LTS)) (Last Four Digits of Federal Tax ID: 9686), (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567 (LTS)) (Last Four Digits of Federal Tax ID: 3808), (iv) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284 (LTS)) (Last Four Digits of Federal Tax ID: 8474), and (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17-4780 (LTS)) (Last Four Digits of Federal Tax ID: 3747).

PLEASE TAKE FURTHER NOTICE that on September 14, 2017, the Committee filed the *Notice of Filing of Supplemental Declaration of Carol Flaton in Furtherance of Application of Official Committee of Unsecured Creditors of Commonwealth of Puerto Rico for Entry of Order Authorizing Employment and Retention of Zolfo Cooper, LLC as Financial Advisor, Effective as of June 27, 2017* (Second Supplemental Declaration) [Docket No. 1304].

PLEASE TAKE FURTHER NOTICE that on November 14, 2017, the Committee filed the *Notice of Filing of Supplemental Declaration of Carol Flaton in Furtherance of Application of Official Committee of Unsecured Creditors of Commonwealth of Puerto Rico for Entry of Order Authorizing Employment and Retention of Zolfo Cooper, LLC as Financial Advisor, Effective as of June 27, 2017* (Third Supplemental Declaration) [Docket No. 1769].

PLEASE TAKE FURTHER NOTICE that on November 6, 2018, the Committee filed the *Notice of Filing of Supplemental Declaration of Carol Flaton in Furtherance of Application of Official Committee of Unsecured Creditors of Commonwealth of Puerto Rico for Entry of Order Authorizing Employment and Retention of Zolfo Cooper, LLC as Financial Advisor, Effective as of June 27, 2017* (Fourth Supplemental Declaration) [Docket No. 4189].

PLEASE TAKE FURTHER NOTICE that on December 11, 2018, the Committee filed the *Notice of Filing of Supplemental Declaration of Carol Flaton in Furtherance of Application of Official Committee of Unsecured Creditors of Commonwealth of Puerto Rico for Entry of Order Authorizing Employment and Retention of Zolfo Cooper, LLC as Financial Advisor, Effective as of June 27, 2017* (Fifth Supplemental Declaration) [Docket No. 4445].

PLEASE TAKE FURTHER NOTICE that in support of the Application, attached hereto as Exhibit A, is the *Supplemental Declaration of Carol Flaton of Zolfo Cooper, LLC* (Sixth Supplemental Declaration).

Dated: May 1, 2019

/s/ Luc. A. Despins

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EXHIBIT A

3. I am filing this supplemental declaration to supplement the disclosures that were included in my original declaration dated July 11, 2017 [ECF No. 615-3] filed by the Official Committee of Unsecured Creditors of the Commonwealth of Puerto Rico (“Committee”) in support of the *Application of Official Committee of Unsecured Creditors of Commonwealth of Puerto Rico for Entry of Order Authorizing Employment and Retention of Zolfo Cooper as Bankruptcy Consultant and Financial Advisor to the Committee Effective as of June 27, 2017* [ECF No. 615-1].

4. As previously disclosed to the Court, on November 1, 2018, AlixPartners, LLP acquired Zolfo Cooper, LLC, and as a result, Zolfo Cooper, LLC is operating as a subsidiary of AlixPartners, all as set forth in the Supplemental Declaration filed on November 6, 2018 (Docket No. 4189).

5. I have provided bankruptcy consulting and financial advisory services to the Committee since the commencement of Zolfo Cooper’s retention, serving as the managing director responsible for this engagement. I have extensive knowledge of the bankruptcy proceedings and these cases. By this Declaration, I disclose a change in my employment status whereby effective April 30, 2019, I have resigned from my employment with AlixPartners, LLP (“AlixPartners”). Effective May 1, 2019, I will become an independent contractor to AlixPartners, providing services through Hamlin Partners, LLC of which I am the sole member. As an independent contractor, I will continue to provide my services to the Committee through AlixPartners and will continue to have overall responsibility for this engagement. I will continue to maintain detailed time records and provide such records to AlixPartners for submission to the Committee and filing with the Court when required. AlixPartners will charge the Committee for the hours I work at my current hourly rate of \$1,080.00 as a straight pass-through charge and without any mark-up, plus

reasonable and necessary out of pocket expenses. I will receive payment for my professional fees as and when AlixPartners receives payment on such fees from the Commonwealth, and payment to me will be subject to the same percentage adjustments made to all fees paid to AlixPartners.

6. I understand my obligations to comply with the disclosure requirements required by Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure.

I declare under penalty of perjury pursuant to 28 U.S.C. §1746 that the foregoing is true and correct.

Dated: April 30, 2019

Zolfo Cooper, LLC



Carol Flaton